

Exhibit C

Kesselman Declaration

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

**PURDUE PHARMA L.P., et al.,

Debtors.¹**

Chapter 11

Case No. 19-23649 (RDD)

Jointly Administered

**DECLARATION OF MARC L. KESSELMAN IN SUPPORT OF APPLICATION OF
THE DEBTORS FOR ENTRY OF AN ORDER AUTHORIZING THE DEBTORS TO
EMPLOY AND RETAIN WILMER CUTLER PICKERING HALE AND DORR LLP AS
SPECIAL COUNSEL NUNC PRO TUNC TO THE PETITION DATE**

Marc L. Kesselman, Purdue Pharma L.P.'s ("PPLP", and together with its affiliates that are debtors and debtors in possession in these proceedings, the "Company" or "Purdue") Senior Vice President, General Counsel & Corporate Secretary, in support of the *Application of the Debtors for Entry of an Order Authorizing the Debtors to Employ and Retain Wilmer, Cutler, Pickering, Hale and Dorr LLP ("WilmerHale") as Special Counsel Nunc Pro Tunc to the Petition Date*, dated November 5, 2019 (the "Application"),² declares as follows:

1. I am Senior Vice President, General Counsel and Corporate Secretary of PPLP, a Delaware limited partnership headquartered in Stamford, Connecticut.

¹ The Debtors in these cases, along with the last four digits of each Debtor's registration number in the applicable jurisdiction, are as follows: Purdue Pharma L.P. (7484), Purdue Pharma Inc. (7486), Purdue Transdermal Technologies L.P. (1868), Purdue Pharma Manufacturing L.P. (3821), Purdue Pharmaceuticals L.P. (0034), Imbrium Therapeutics L.P. (8810), Adlon Therapeutics L.P. (6745), Greenfield BioVentures L.P. (6150), Seven Seas Hill Corp. (4591), Ophir Green Corp. (4594), Purdue Pharma of Puerto Rico (3925), Avrio Health L.P. (4140), Purdue Pharmaceutical Products L.P. (3902), Purdue Neuroscience Company (4712), Nayatt Cove Lifescience Inc. (7805), Button Land L.P. (7502), Rhodes Associates L.P. (N/A), Paul Land Inc. (7425), Quidnick Land L.P. (7584), Rhodes Pharmaceuticals L.P. (6166), Rhodes Technologies (7143), UDF LP (0495), SVC Pharma LP (5717) and SVC Pharma Inc. (4014). The Debtors' corporate headquarters is located at One Stamford Forum, 201 Tresser Boulevard, Stamford, CT 06901.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Application.

2. I submit this declaration (the “**Declaration**”) (a) in connection with the Application wherein the Debtors seek entry of an order authorizing the Debtors to employ and retain WilmerHale as special counsel *nunc pro tunc* to the Petition Date with respect to the WilmerHale Services.

The Debtors’ Selection of WilmerHale

3. It is my strong belief that it is critical to select special counsel with the utmost care to maximize the value of the Debtors’ estates, while at the same time focusing on costs to ensure that the Debtors’ limited resources are being appropriately utilized.

4. I, as Senior Vice President, General Counsel and Corporate Secretary, along with several other members of the Debtors’ senior management, am responsible for retaining and supervising outside counsel. I am familiar with the markets for professionals both in and out of bankruptcy, and, in particular, WilmerHale’s practice and experience in representing clients in Congressional and other governmental inquiries.

5. Beginning in 2017, PPLP retained WilmerHale to advise the Company with respect to inquiries by certain Congressional committees into opioid product sales and marketing practices. Since 2017, WilmerHale has continued to advise the Debtors with respect to the Congressional inquiries. During that time, WilmerHale has become intimately familiar with the Debtors’ businesses and the legal issues that may arise in the context of such inquiries. I believe, for this reason, as well as because of WilmerHale’s extensive experience in this area, that WilmerHale is both well-qualified and uniquely suited to represent the Debtors with respect to the WilmerHale Services in an efficient and timely manner.

6. For these same reasons, the Debtors have not considered any other law firms with respect to the WilmerHale Services.

Rate Structure and Cost Supervision

7. WilmerHale has informed the Debtors that its billing rates and the material terms of the engagement with respect to the WilmerHale Services are lower than or comparable to (a) WilmerHale's standard rates and the material terms for non-bankruptcy engagements and (b) the billing rates and terms of other comparably skilled counsel.

8. The Debtors understand that it is their responsibility to track their professionals' billing practices to be sure that the fees and expenses the estates pay are fair and reasonable, and the Debtors will review the fee statements of WilmerHale and of all of the Debtors' other professionals to ensure that continues to be the case.

9. Debtors and WilmerHale will develop a prospective budget and staffing plan for the period from the Petition Date through January 15, 2020. I will review and work with WilmerHale on the budget and staffing plan. I also understand that in the course of Congressional inquiries such as those to which the WilmerHale Services relate it is likely that there will be unforeseen issues that the Debtors and WilmerHale will need to address.

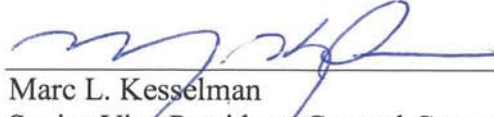
10. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

[Signature Page Follows]

Dated: November 4, 2019
New York, NY

PURDUE PHARMA L.P.

(for itself and on behalf of its affiliates
that are debtors and debtors in possession)



Marc L. Kesselman
Senior Vice President, General Counsel & Corporate Secretary
Purdue Pharma L.P.